

RESOLUTION NO. 2009-203

RESOLUTION OF CLAYTON COUNTY GOVERNMENTAL FINANCE CORPORATION

WHEREAS, the Clayton County Governmental Finance Corporation (the "Corporation") is a nonprofit corporation organized and existing under the laws of the State of Georgia; and

WHEREAS, in order to provide energy savings and conservation measures in Clayton, County, Georgia the Board of Commissioners of Clayton County (the "County") entered into a Performance Agreement for Comfort from Trane, dated as of October 20, 2009 (the "Trane Performance Contract") between the County and Trane Comfort Solutions, Inc. ("Trane") and a Performance Contracting Agreement, dated November 24, 2009 (the "Siemens Performance Contract") between the County and Siemens Industry, Inc. ("Siemens"); and

WHEREAS, in order to finance the cost of the equipment and services (the "Equipment") specified in the Trane Performance Contract and the Siemens Performance Contract (together, the "Performance Contracts"), the County desires to enter into a multi-year Equipment Lease/Purchase Agreement (the "Lease Agreement") between the Corporation and County under the terms of which the County agrees to pay certain monthly payments ("Rental Payments") and the Corporation, through its assignee, agrees to (i) provide funds to acquire the Equipment, (ii) to lease the Equipment to the County and (iii) to deem that upon the payment of the Final Contract Payment that the County shall have exercised its purchase option and shall own such equipment; and

WHEREAS, certain of the Corporation's rights and obligations under the Lease Agreement have been assigned and transferred to Bank of America, N.A. (the "Bank") under the terms of an Assignment and Transfer dated December 17, 2009 (the "Assignment") between the Corporation and the Bank; and

WHEREAS, Corporation is empowered to enter into the Lease Agreement and Assignment pursuant to applicable law, including particularly Section 14-3-302 of the Official Code of Georgia Annotated, as amended

WHEREAS, Board of Directors of the Corporation has been presented with a form of the following documents:

- (i) the Trane Performance Contract;
- the Siemens Performance Contract;
- the Lease Agreement; and
- the Assignment.

NOW, THEREFORE, upon motion made, duly seconded and unanimously carried, the Board of Directors of the Clayton County Governmental Finance Corporation. resolves as follows:

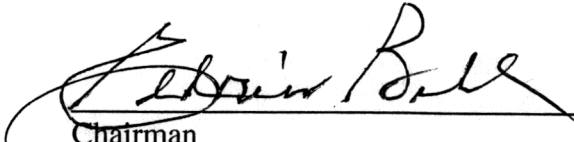
Section 1. Forms of Documents. The Board of Directors of the Corporation hereby approves the forms of the Lease Agreement and Assignment together with any modifications, additions to or changes as the Chairman, President or Secretary-Treasurer shall determine to make, the execution and delivery of such documents by the Chairman, President or Secretary-Treasurer being conclusive of the approval of the Board of Directors of the Corporation of the matters therein contained.

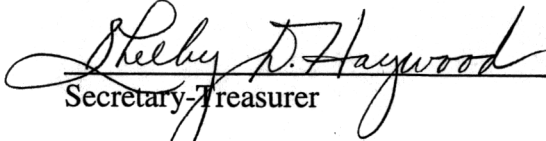
Section 2. Terms. The Board of Directors of the Corporation hereby approves of the terms contained in the Lease Agreement, including, among others, the maximum Acquisition Amount (\$10,624,451) for the Equipment, the associated interest component (4.19%) payable in respect of Rental Payments and the final Renewal Term (August 17, 2020).

Section 3. Authorization to Execute. The Board of Directors of the Corporation hereby authorizes the Chairman, President or Secretary-Treasurer of the Corporation to execute, deliver and perform in the name and on behalf of the Corporation the Lease Agreement and the Assignment.

Section 4. General Authority. From and after the date of the adoption of this Resolution, the officers of the Corporation are hereby authorized to do such acts and things, and to execute and deliver all such certificates, documents and agreements, including but not limited to a Non-Arbitrage Certificate, as may be necessary or desirable in connection with the execution, performance and delivery of the Lease Agreement and the Assignment. All actions of the officers and agents the Corporation taken in connection with the execution, delivery and performance of the Lease Agreement and Assignment are hereby ratified and confirmed.

**CLAYTON COUNTY GOVERNMENTAL
FINANCE CORPORATION**


Chairman

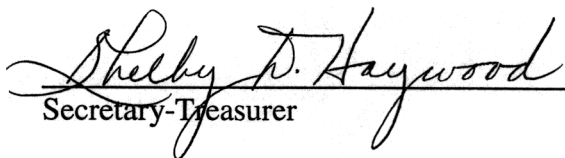

Secretary-Treasurer

Date December 15, 2009

SECRETARY-TREASURER'S CERTIFICATE

The undersigned Secretary-Treasurer of the Clayton County Governmental Finance Corporation ("the Corporation"), DOES HEREBY CERTIFY that the foregoing pages of typewritten matter pertaining to, among other things, the execution, delivery and performance of the Lease Agreement and Assignment, constitute a true and correct copy of the Resolution adopted on December 15, 2009, by the Board of Directors of the Corporation in a meeting duly called and assembled, and that the original of said Resolution appears of record in the Minute Book of the Corporation which is in the undersigned's custody and control.

WITNESS my hand and the official seal of the Corporation, this 15th day of December, 2009.


Secretary-Treasurer